

Annexure B

TIMING OF AMENDMENTS FOR F-5 TOLLROAD PROJECT DEED AND M5 WESTERN LINK PROJECT DEED

(Clause 5.2)

1. F-5 Tollroad Project Deed

For the purposes of clause 5.2, the relevant date on which each amendment to the F-5 Tollroad Project Deed will take effect is set out in Table 1 below.

Table 1 – Timing of amendments to F-5 Tollroad Project Deed		
Provision to be amended (as described in Part 1 of annexure C)	Amendment to take effect on the Satisfaction Date	Amendment to take effect on the Date of Construction Completion
Table of contents	<input checked="" type="checkbox"/> (updated to take account of the clauses which take effect on the Satisfaction Date)	<input checked="" type="checkbox"/> (updated to take account of the clauses which take effect on the Date of Construction Completion)
Clause 1.1 (Definition of "2009 Consent Deed")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "2012 Consent Deed")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "Accounting Profit")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "Adjustment Protocol")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "Ancillary Works")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "Availability Period")	<input checked="" type="checkbox"/>	

Table 1 – Timing of amendments to F-5 Tollroad Project Deed

Provision to be amended (as described in Part 1 of annexure C)	Amendment to take effect on the Satisfaction Date	Amendment to take effect on the Date of Construction Completion
Clause 1.1 (Definition of "Base Case Model")	☑	
Clause 1.1 (Definition of "Base Case Revenue")	☑	
Clause 1.1 (Definition of "Bridge Works Land")	☑	
Clause 1.1 (Definition of "Bridge Works Lease")	☑	
Clause 1.1 (Definition of "Call Option Deed")	☑	
Clause 1.1 (Definition of "Deed of Charge")	☑	
Clause 1.1 (Definition of "Drawings")	☑	
Clause 1.1 (Definition of "Early Termination Amount")	☑	
Clause 1.1 (Definition of "Expected Financial Return")	☑	
Clause 1.1 (Definition of "Facility Agreement")	☑	
Clause 1.1 (Definition of "Further Facility Agreement")	☑	

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Provision to be amended (as described in Part 1 of annexure C)	Amendment to take effect on the Satisfaction Date	Amendment to take effect on the Date of Construction Completion
Clause 1.1 (Definition of "Fixed and Floating Charge")	☑	
Clause 1.1 (Definition of "GST and GST law")		☑
Clause 1.1 (Definition of "Interest Rate Hedging Protocol")	☑	
Clause 1.1 (Definition of "Land")	☑	
Clause 1.1 (Definition of "Lease")	☑	
Clause 1.1 (Definition of "Mezzanine Coupon")	☑	
Clause 1.1 (Definition of "Mezzanine Finance")	☑	
Clause 1.1 (Definition of "Mezzanine Finance Agreement")	☑	
Clause 1.1 (Definition of "Minister")	☑	
Clause 1.1 (Definition of "Model Outputs Schedule")	☑	
Clause 1.1 (Definition of "M5 West Widening Works Completion Date")	☑	

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Provision to be amended (as described in Part 1 of annexure C)	Amendment to take effect on the Satisfaction Date	Amendment to take effect on the Date of Construction Completion
Clause 1.1 (Definition of "M5 West Widening D&C Terms")	☑	
Clause 1.1 (Definition of "M5 West Widening Deed")	☑	
Clause 1.1 (Definition of "M5 West Widening Local Road Works")	☑	
Clause 1.1 (Definition of "M5 West Widening Project")	☑	
Clause 1.1 (Definition of "M5 West Widening Project Approval")		☑
Clause 1.1 (Definition of "M5 West Widening Project Documents")	☑	
Clause 1.1 (Definition of "M5 West Widening Scope of Works and Technical Criteria")	☑	
Clause 1.1 (Definition of "M5 West Widening Service Works")	☑	
Clause 1.1 (Definition of "M5 West Widening Works")	☑	
Clause 1.1 (Definition of "M5 Western Link Bank Debt")	☑	

Table 1 – Timing of amendments to F-5 Tollroad Project Deed		
Provision to be amended (as described in Part 1 of annexure C)	Amendment to take effect on the Satisfaction Date	Amendment to take effect on the Date of Construction Completion
Clause 1.1 (Definition of "M5 Western Link Bank Debt Repayment Date")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "PPSA")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "PPS Law")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "PPS Security Interest")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "Project Documents")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "RMS")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "Satisfaction Date")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "Service Centre")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "Setting Date")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "Specifications")	<input checked="" type="checkbox"/>	
Clause 1.1 (Definition of "Term")		<input checked="" type="checkbox"/>
Clause 1.1 (Definition of "Tollroad")		<input checked="" type="checkbox"/>
Clause 1.3(ab)	<input checked="" type="checkbox"/>	

Table 1 – Timing of amendments to F-5 Tollroad Project Deed

Provision to be amended (as described in Part 1 of annexure C)	Amendment to take effect on the Satisfaction Date	Amendment to take effect on the Date of Construction Completion
Clause 1.6(c)		<input checked="" type="checkbox"/>
Clause 1.16	<input checked="" type="checkbox"/>	
Clause 2.1(d1)		<input checked="" type="checkbox"/>
Clause 2.1(e)(7)		<input checked="" type="checkbox"/>
Clause 2.1(h2)	<input checked="" type="checkbox"/>	
Clause 2.3		<input checked="" type="checkbox"/>
Clause 2.5A	<input checked="" type="checkbox"/>	
Clause 2.5B	<input checked="" type="checkbox"/>	
Clause 2.7(b)		<input checked="" type="checkbox"/>
Clause 2.7(ba)		<input checked="" type="checkbox"/>
Clause 2.8(a)		<input checked="" type="checkbox"/>
Clause 2.8(d)	<input checked="" type="checkbox"/>	
Clause 2.9		<input checked="" type="checkbox"/>
Clause 2.13	<input checked="" type="checkbox"/>	
Clause 2.14(a)	<input checked="" type="checkbox"/>	
Clause 2.14(b)	<input checked="" type="checkbox"/>	
Clause 2.14(c)	<input checked="" type="checkbox"/>	
Clause 2.14(d)	<input checked="" type="checkbox"/>	
Clause 2.14(e)	<input checked="" type="checkbox"/>	
Clause 2.15	<input checked="" type="checkbox"/>	

Table 1 – Timing of amendments to F-5 Tollroad Project Deed

Provision to be amended (as described in Part 1 of annexure C)	Amendment to take effect on the Satisfaction Date	Amendment to take effect on the Date of Construction Completion
Clause 3.1 (a)(2)	<input checked="" type="checkbox"/>	
Clause 3.1 (c)	<input checked="" type="checkbox"/>	
Clause 3.4	<input checked="" type="checkbox"/>	
Clause 4.1 (c)	<input checked="" type="checkbox"/>	
Clause 4.2 (b)		<input checked="" type="checkbox"/>
Clause 4.4 (a)		<input checked="" type="checkbox"/>
Clause 4.4 (b)	<input checked="" type="checkbox"/>	
Clause 4.5 (a)		<input checked="" type="checkbox"/>
Clause 5.1 (d)	<input checked="" type="checkbox"/>	
Clause 6.1(b)	<input checked="" type="checkbox"/>	
Clause 6.1(c)	<input checked="" type="checkbox"/>	
Clause 6.6	<input checked="" type="checkbox"/>	
Clause 6.10	<input checked="" type="checkbox"/>	
Clause 7.1(d)		<input checked="" type="checkbox"/>
Clause 7.3(d)(1)	<input checked="" type="checkbox"/>	
Clause 7.3(e)	<input checked="" type="checkbox"/>	
Clause 7.3(f)	<input checked="" type="checkbox"/>	
Clause 7.4(d)	<input checked="" type="checkbox"/>	
Clause 7.5(c)	<input checked="" type="checkbox"/>	
Clause 7.5(d)	<input checked="" type="checkbox"/>	

Table 1 – Timing of amendments to F-5 Tollroad Project Deed

Provision to be amended (as described in Part 1 of annexure C)	Amendment to take effect on the Satisfaction Date	Amendment to take effect on the Date of Construction Completion
Clause 7.6		<input checked="" type="checkbox"/>
Clause 7.9(a)		<input checked="" type="checkbox"/>
Clause 7.9(b)(2)		<input checked="" type="checkbox"/>
Clause 7.9(b)(5)		<input checked="" type="checkbox"/>
Clause 8.1(e)		<input checked="" type="checkbox"/>
Clause 8.5	<input checked="" type="checkbox"/>	
Clause 8.7		<input checked="" type="checkbox"/>
Clause 8.8		<input checked="" type="checkbox"/>
Clause 9.1	<input checked="" type="checkbox"/>	
Clause 9.3A	<input checked="" type="checkbox"/>	
Clause 9.4(a)	<input checked="" type="checkbox"/>	
Clause 9.4(b)	<input checked="" type="checkbox"/>	
Clause 10.2	<input checked="" type="checkbox"/>	
Clause 10.3	<input checked="" type="checkbox"/>	
Clause 11.3		<input checked="" type="checkbox"/>
Clause 11.4	<input checked="" type="checkbox"/>	
Clause 12.1	<input checked="" type="checkbox"/>	
Clause 12.3	<input checked="" type="checkbox"/>	
Clause 13.1		<input checked="" type="checkbox"/>
Clause 13.2(d)(2)		<input checked="" type="checkbox"/>

Table 1 – Timing of amendments to F-5 Tollroad Project Deed

Provision to be amended (as described in Part 1 of annexure C)	Amendment to take effect on the Satisfaction Date	Amendment to take effect on the Date of Construction Completion
Clause 13.2(d)(3)(B)	<input checked="" type="checkbox"/>	
Clause 13.2(d)(3)(C)		<input checked="" type="checkbox"/>
Clause 13.2(d)(3)(D)	<input checked="" type="checkbox"/>	
Clause 13.3(a)	<input checked="" type="checkbox"/>	
Clause 13.3(c)	<input checked="" type="checkbox"/>	
Clause 13.3(d)	<input checked="" type="checkbox"/>	
Clause 13.3(e)	<input checked="" type="checkbox"/>	
Clause 13.3(f)	<input checked="" type="checkbox"/>	
Clause 13.4(a)		<input checked="" type="checkbox"/>
Clause 13.4(c)(2)	<input checked="" type="checkbox"/>	
Clause 13.5	<input checked="" type="checkbox"/>	
Clause 13.5A	<input checked="" type="checkbox"/>	
Clause 13.5B	<input checked="" type="checkbox"/>	
Clause 13.5C	<input checked="" type="checkbox"/>	
Clause 13.6		<input checked="" type="checkbox"/>
Clause 13.7		<input checked="" type="checkbox"/>
Clause 14		<input checked="" type="checkbox"/>
Clause 15.6	<input checked="" type="checkbox"/>	
Clause 16 (Title)	<input checked="" type="checkbox"/>	
Clause 16.8(a)	<input checked="" type="checkbox"/>	

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Provision to be amended (as described in Part 1 of annexure C)	Amendment to take effect on the Satisfaction Date	Amendment to take effect on the Date of Construction Completion
Clause 16.8(c)	<input checked="" type="checkbox"/>	
Clause 16.8(d)(ii)(B)	<input checked="" type="checkbox"/>	
Clause 16.8(d)(ii)(C)	<input checked="" type="checkbox"/>	
Clause 16.8 (d)(ii)(D)	<input checked="" type="checkbox"/>	
Clause 16.8 (d)(ii)(E)	<input checked="" type="checkbox"/>	
Clause 16.8 (d)(ii)(F)		<input checked="" type="checkbox"/>
Clause 16.8 (d)(vi)	<input checked="" type="checkbox"/>	
Clause 17.1	<input checked="" type="checkbox"/>	
Clause 17.5		<input checked="" type="checkbox"/>
Clause 17.16		<input checked="" type="checkbox"/>
Schedule 2 (Pro forma deed of assignment)		<input checked="" type="checkbox"/>
Schedule 3, new "Definitions" section, clause 4 and clause 7 (Calculation of Tolls)		<input checked="" type="checkbox"/>
Schedule 7, including Attachment 1 (Removal of Cashback)	<input checked="" type="checkbox"/>	
Schedule 8 (Upside Sharing)	<input checked="" type="checkbox"/>	
Schedule 9 (Principles for Agreed Brief)	<input checked="" type="checkbox"/>	

Table 1 – Timing of amendments to F-5 Tollroad Project Deed

Provision to be amended (as described in Part 1 of annexure C)	Amendment to take effect on the Satisfaction Date	Amendment to take effect on the Date of Construction Completion
Schedule 10, including Attachment 1 (Bridge Works Lease)	<input checked="" type="checkbox"/>	
Schedule 11 (Terms of Appointment for Expert)	<input checked="" type="checkbox"/>	
Schedule 12, including Attachment 1 (Adjustment Protocol)	<input checked="" type="checkbox"/>	
Each amendment which is marked-up in <u>red</u> in Exhibit E (Scope of Works and Design Criteria), it being acknowledged by the Parties that the other marked-up amendments in <u>black</u> or <u>green</u> in Exhibit E are historic amendments in respect of which the operation of clause 5.2 of this M5 West Widening Deed does not apply.		<input checked="" type="checkbox"/>

2. Exhibit "D" to the M5 Western Link Project Deed

For the purposes of clause 5.2(b), the relevant date from which each amendment to exhibit "D" to the M5 Western Link Project Deed (as described in Part 2 of annexure C) will take effect is the Date of Construction Completion.